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INDENTURE AND BILL OF SALE

THIS INDENTURE AND BILL OF SALE, Made this 31st day of December, 1946, between H. P. BANKS, as Liquidating Trustee in voluntary dissolution of I. F. LAUCKS, INC., a corporation organized under the laws of the State of Washington, party of the first part, and MONSANTO CHEMICAL COMPANY, a corporation organized and existing under the laws of the State of Delaware, authorized to do business in the State of Washington, party of the second part,

W I T N E S S E T H:

WHEREAS, I. F. Laucks, Inc., a Washington corporation, has taken proper legal steps under the laws of the State of Washington to dissolve and liquidate, and

WHEREAS, adequate provision has been made for the payment of all claims against and debts and obligations of said I. F. Laucks, Inc. and

WHEREAS, party of the second part is the owner and holder of all the issued and outstanding capital stock of I. F. Laucks, Inc. and is entitled to receive in liquidation all of the property and assets of said I. F. Laucks, Inc., and

WHEREAS, this Indenture and Bill of Sale is being made pursuant to said voluntary dissolution and liquidation of I. F. Laucks, Inc.

NOW, THEREFORE, said party of the first part, for and in consideration of the surrender for cancellation by said party of the second part of all the issued and outstanding capital stock of I.F.Laucks, Inc. and pursuant to said voluntary dissolution and liquidation of I.F. Laucks, Inc. under the laws of the State of Washington, does hereby give, grant, bargain, sell, convey, assign, transfer, set over, deliver and confirm unto party of the second part, its successors and assigns, forever, all the business, property and assets of I. F. Laucks, Inc., a Washington corporation in voluntary dissolution, of every kind and nature, wherever situated, real, personal and mixed, including but without limitation in any way, the generality of the foregoing, its busi-

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of the Secretary

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ness as a going concern, the right to use its corporate name and any substantially similar name, its good-will, trade-marks, copyrights, trade-names, patents, patent rights, applications for patents, patent and process licenses, processes, formulae, secret processes, trade-secrets, inventions, royalties, lands and interests in lands, plants, factories, buildings, machinery, equipment and fixtures, fixed or movable, tools, motor vehicles, tank cars, carboys, drums, cylinders, packing and delivery equipment and supplies, cash on hand and in banks, certificates of deposit, bonds, debentures, securities, stock of other corporations, investments in other corporations, miscellaneous investments, treasury stock, notes and acceptances receivable, negotiable instruments, mortgage notes, customers accounts receivable, miscellaneous bills and accounts receivable, accounts due from officers, employees and subsidiary companies, inventories, finished goods, goods in process, raw materials and supplies on hand and in transit, duties, taxes and freight recoverable, tangible personal property of all kinds, policies of insurance, fidelity and contract bonds, choses in action, causes of action, judgments, claims and demands of whatever nature, memberships, agencies, permits, deferred charges, advance payments and prepaid charges, credits of all kinds, interests in trust estates, all equitable interests in property whether standing in the name of I. F. Laucks, Inc. or in the name of any other person for the use and benefit of I. F. Laucks, Inc., contracts, contract rights, contracts for the purchase of raw materials and supplies, contracts for the sale of goods, contracts for service, employment contracts, restrictive covenants and obligations of present and former employees of I. F. Laucks, Inc. and of individuals and corporations from whom I. F. Laucks, Inc. acquired property, all other intangibles, books of account, files, papers and records, supplies, stores and furniture, whether in possession of the party of the first part or of directors, officers, agents or employees of said I. F. Laucks, Inc. or in the possession of others; excepting, however, from the property above described all items as are in their nature, by their terms

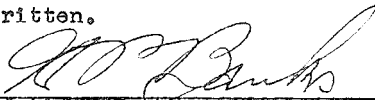
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or by special agreement non-assignable, the party of the first part nevertheless hereby covenanting that, insofar as he legally may without breach of the terms or conditions thereof, he does and will hold said excepted property in trust to enable party of the second part to use and enjoy the full benefits thereof, and to transfer to party of the second part any and all of said excepted property which shall become assignable as soon as it becomes assignable.

TO HAVE AND TO HOLD the same unto party of the second part, its successors and assigns forever.

Party of the first part hereby appoints and constitutes party of the second part his agent and attorney to receive, collect, enforce and sue for any of the property or rights hereby granted or assigned, either in the name of first party or in the name of party of the second part as the legal attorney and agent of party of the first part, but for the use of party of the second part.

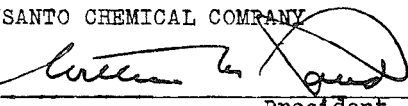
IN WITNESS WHEREOF, H. P. BANKS, as Liquidating Trustee in voluntary dissolution of I. F. Laucks, Inc. has caused these presents to be executed, sealed and acknowledged and said Monsanto Chemical Company has caused these presents to be executed, sealed and acknowledged in its behalf by its President and attested by its Secretary, all on the day and year first above written.


As Liquidating Trustee of I. F. Laucks,
Inc.

First Party

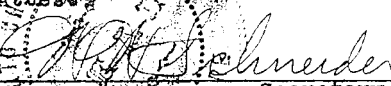
MONSANTO CHEMICAL COMPANY

By


President

Second Party




Secretary

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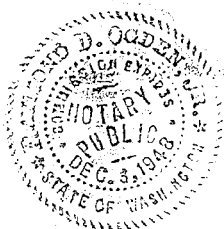
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STATE OF WASHINGTON,)
: ss.
COUNTY OF KING.)

THIS IS TO CERTIFY that on this 31st day of December, 1946, personally appeared before me, a Notary Public in and for the State of Washington, H. P. BANKS, as Liquidating Trustee in voluntary dissolution of I. F. Laucks, Inc., to me known to be such Liquidating Trustee, and who acknowledged to me that he executed the within instrument as his free and voluntary act and deed, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Raymond D. Ogden, Jr.
Notary Public in and for the State
of Washington, residing at Seattle.



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Filed for Record Feb 8 1947 10:55 A.M.
Request of R.D. Ogden, Jr.
ROBERT A. MORRIS, County Auditor

Filed for Record Jan 10 1947 3:00 P.M.
Request of R.D. Ogden, Jr.
ROBERT A. MORRIS, County Auditor

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KING COUNTY, WASH.
M. Williams DEPUTY

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FILED for Record at Request of

Name *P. D. Ogden*
Address *462 Empire Bldg*
Seattle, W. Wash.

*record in
micro*

Filed & Sale

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